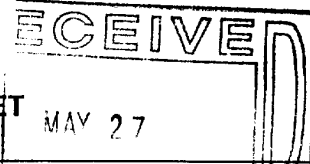


06-10-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



MRO 5-27-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

06/10/1998
01 FC:481
02 FC:482

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FOR OFFICE USE ONLY

40.00 (P)
75.00 (P)

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 1738 FRAME: 0542

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1124991"/>	<input type="text" value="2121797"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1582810"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1838448"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Lisa Brooks Hammond

Name of Person Signing

Signature

Date Signed

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF MERGER
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
SUN BIRD FOODS, INC. (A California corp not qualified)
INTO:

WILLIAMS FOODS, INC. (#00110699)

Organized and Existing Under Law of Missouri, California
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of
Missouri, issue this Certificate of Merger, certifying that the
merger of the aforementioned corporations is effected with

WILLIAMS FOODS, INC. (#00110699)

as the surviving corporation.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
24th Day of April, 1998.

Rebecca McDowell Cook
Secretary of State



\$30.00

TRADEMARK

APR 24 1998

ARTICLES OF MERGER

Rebecca McDowell Cook
SECRETARY OF STATE

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

1. That **Williams Foods, Inc.** of Missouri and **Sun Bird Foods, Inc.** of California are hereby merged and that the above named **Williams Foods, Inc.** is the surviving corporation.
2. That the Board of Directors of Williams Foods, Inc., by consent of sole director dated February 26, 1998, approved the Plan of Merger set forth in these articles.
3. That the Board of Directors of Sun Bird Foods, Inc., by consent of sole director dated March 5, 1998, approved the Plan of Merger set forth in these articles.
4. That this Plan of Merger has been adopted pursuant to Section 351.447, RSMo.
5. That the resolution of the Board of Directors of the parent corporation, Williams Foods, Inc., approving the Plan of Merger is as follows:

RESOLVED, That Williams Foods, Inc. (the "Corporation"), a Missouri corporation and the owner of all of the outstanding shares of Sun Bird Foods, Inc. ("Sun Bird"), a California corporation, does hereby merge Sun Bird into the Corporation pursuant to Section 351.447 of The General and Business Corporation Law of Missouri and Section 1110 of the General Corporation Law of the State of California, does hereby approve the plan of merger reviewed by the Board of Directors, and does hereby assume all of the liabilities of Sun Bird;

FURTHER RESOLVED, That Sun Bird shall be the disappearing corporation upon the effective date of the merger herein provided for pursuant to the provisions of the General Corporation Law of the State of California, and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of The General and Business Corporation Law of Missouri;

FURTHER RESOLVED, That the issued shares of Sun Bird shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as the Corporation is the owner of all outstanding shares of Sun Bird, but each said share which is issued as the complete effective date of the merger shall be surrendered and extinguished; and

FURTHER RESOLVED, That the President or any Vice President of the Corporation, acting with or without the Secretary or any Assistant Secretary of the Corporation, is hereby authorized and directed for and on behalf of the Corporation to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger.

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6. That the parent corporation, Williams Foods, Inc. is in compliance with the 90 percent ownership requirement of Section 351.447, RSMo, and will maintain at least 90 percent ownership of each of the other corporations, party to the merger, until the issuance of the Certificate of Merger by the Secretary of State of the State of Missouri.

7. PLAN OF MERGER

(a) Williams Foods, Inc. of Missouri is the survivor.

(b) All the property, rights, privileges, leases and patents of Sun Bird Foods, Inc. are to be transferred to and become the property of Williams Foods, Inc., the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

(c) The officers and board of directors of Williams Foods, Inc. shall continue in office until their successors are duly elected and qualified under the provisions of the by-laws of the surviving corporation.

(d) The articles of incorporation of the survivor are not amended.

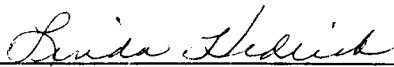
IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

Corporate Seal

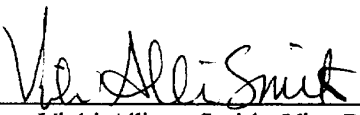
WILLIAMS FOODS, INC.

By: 
Vicki Allison Smith, Vice President


ATTEST:

By: 
Linda Hedrick, Assistant Secretary

SUN BIRD FOODS, INC.

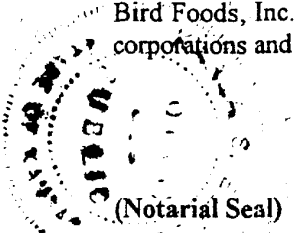
By: 
Vicki Allison Smith, Vice President

ATTEST:

By: 
Linda Hedrick, Assistant Secretary

State of Kansas)
) ss.
County of Johnson)

On this 23rd day of March in the year of 1998, before me Karla S. Ezell, Notary Public in and for said state, personally appeared Vicki Allison Smith, Vice President of Williams Foods, Inc. and of Sun Bird Foods, Inc., known to me to be the person who executed the within Articles of Merger in behalf of said corporations and acknowledged to me that she executed the same for the purposes therein stated.



(Notarial Seal)

Karla S. Ezell
Notary Public

My commission expires:

4-25-98